

AUG 31 '12 -1 00 PM

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

SURFACE TRANSPORTATION BOARD

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August 31, 2012

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of August 31, 2012. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing and Capital, LLC
One Financial Plaza - 8th Floor
Providence, RI 02903

Lessee:

Arkema, Inc.
2000 Market Street
Philadelphia, PA 19103

A description of the equipment covered by the Memorandum of Lease Agreement consists of 11 tank cars numbered GATX 537, 539, 540, 542, 543, 546, 90451, 90452, 90453, 90455, and 90456.

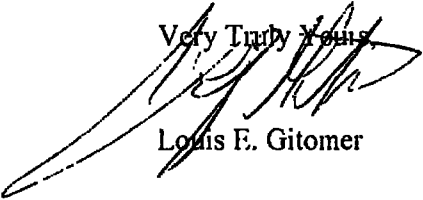
A fee of \$42.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

Ms. Cynthia T. Brown
August 31, 2012
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing and Capital, LLC, One Financial Plaza - 8th Floor, Providence, RI 02903, and Arkema, Inc., 2000 Market Street, Philadelphia, PA 19103, covering 11 tank cars numbered GATX 537, 539, 540, 542, 543, 546, 90451, 90452, 90453, 90455, and 90456.

Very Truly Yours,


Louis E. Gitomer

Enclosure

RECORDATION NO. 30358 FILED

AUG 31 '12 -1 00 PM

~~SURFACE TRANSPORTATION BOARD~~

MEMORANDUM OF LEASE AGREEMENT

Dated as of August 31 2012

between

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor

and

Arkema Inc.
as Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2012, at _____ M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of August 31, 2012 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Lessor"), and Arkema Inc., and its successors and permitted assigns ("Lessee")

WITNESSETH

1. Pursuant to a Rail Equipment Net Leasing Agreement No 23888-90000 dated as of June 29, 2012 and Schedule No 90001 executed pursuant thereto dated as of August 28, 2012 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, all of the rail equipment described in Exhibit A attached hereto (the "Railcars")

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and Lessee's use of the Railcars shall be subject to the terms and conditions as set forth in the Lease Agreement.

3. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument

[Signature page follows]

Exhibit A
To Memorandum of
Lease Agreement

Delivery Location: 2810 Gulf States Road,
Beaumont, Texas 77701

Quantity	Relicar Description	Year Built	Relicar Number	Lessor's Cost
(11)	Trnily Pressurized Chemical Tank Cars, 25 721 Gallon, 100 Ton (263,000 Pounds GRL)			
1		2000	GATX000539	\$75,102 00
2		2000	GATX090458	\$75,087 00
3		2000	GATX090452	\$75,087 00
4		2000	GATX090453	\$75,087 00
5		2000	GATX090455	\$75,087 00
6		2000	GATX000537	\$76,102 00
7		2000	GATX000540	\$75,102 00
8		2000	GATX000542	\$75,102 00
9		2000	GATX000543	\$75,102 00
10		2000	GATX000546	\$75,102 00
11		2000	GATX090451	<u>\$75,087 00</u>
Total		11		\$826,047.00

VIVIAN HANKINS
NOTARY PUBLIC
 Dekalb County - State of Georgia
 My Comm. Expires Oct. 20, 2012

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written

Lessee:

Arkema Inc.

By [Signature]
Name PATRICIA MCCARTHY
Title SA VICE PRESIDENT & CEO

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF UPPER MERION)

On this 22 day of October, 2012, before me the subscriber personally appeared PATRICIA MCCARTHY who being by me duly sworn, did depose and say, that (s)he is the SA VICE PRESIDENT & CEO of Arkema Inc. the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by their own free act on behalf of said corporation.

[Signature]
NOTARY PUBLIC

My Commission Expires:

COMMONWEALTH OF PENNSYLVANIA

NOTARIAL SEAL
LISA ANN SAYLES, Notary Public
Upper Merion Twp., Montgomery County
My Commission Expires October 26, 2013